

0100662008

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June 21, 1995

Louis E. Gitomer

Direct Dial: (202)466-6532

19477

Honorable Vernon A. Williams

Secretary

Interstate Commerce Commission

Washington, DC 20423

19477-A

Dear Secretary Williams:

I have enclosed two originals of the two documents described below, to be recorded pursuant to 49 U.S.C. § 11303.

I. The first document is a **Memorandum of Lease Agreement (SPT 1995-D)**, a primary document, dated as of June 15, 1995. We request that this document be recorded under the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement (SPT 1995-D) are:

Lessor:

State Street Bank and Trust Company
225 Franklin Street
Boston, MA 02110

Lessee:

Southern Pacific Transportation Company
One Market Plaza
San Francisco, CA 94105

A description of the equipment covered by the Memorandum of Lease Agreement (SPT 1995-D) consists of 75 General Electric AC4400 CW diesel-electric locomotives numbered SP 303-377, inclusive.

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OFFICE OF THE
SECRETARY
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LICENSING BRANCH

Honorable Vernon A. Williams
June 21, 1995
Page 2

II. The second document is a **Trust Indenture and Security Agreement (SPT 1995-D)**, a secondary document, dated as of June 15, 1995. We request that this document be recorded under the "A" suffix of the Recordation Number assigned to the Memorandum of Lease Agreement (SPT 1995-D).

The names and addresses of the parties to the Trust Indenture and Security Agreement (SPT 1995-D) are:

Owner Trustee:

State Street Bank and Trust Company
225 Franklin Street
Boston, MA 02110

Indenture Trustee:

The First National Bank of Boston
Blue Hills Office Park
150 Royall Street
Canton, MA 02021

A description of the equipment covered by the Trust Indenture and Security Agreement (SPT 1995-D) consists 75 General Electric AC4400 CW diesel-electric locomotives numbered SP 303-377, inclusive.

A fee of \$42.00 is enclosed. Please return one original of each document to:

Louis E. Gitomer
Of Counsel
Ball, Janik & Novack
Suite 1035
1101 Pennsylvania Avenue, N.W.
Washington, DC 20004

A short summary of the documents to appear in the index follows: (1) a Memorandum of Lease Agreement (SPT 1995-D) between State Street Bank and Trust Company, 225 Franklin Street, Boston, MA 02110, and Southern Pacific Transportation Company, One Market Plaza, San Francisco, CA 94105; and (2) a Trust Indenture and Security Agreement (SPT 1995-D) between State Street Bank and Trust Company, 225



Interstate Commerce Commission
Washington, D.C. 20423-0001

6/21/95

Office Of The Secretary

Louis E. Gitomer
Ball, Janik & Novack
1101 Pennsylvania Ave., NW., Ste. 1035
Washington, DC., 20004

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/21/95 at 10.00AM, and assigned recordation number(s). 19477 and 19477-A.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100662008)

\$42.00

\$ _____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

Janice M. Fort

9477

EXECUTION COPY

MEMORANDUM OF LEASE AGREEMENT

SPT 1995-D

dated as of June 15, 1995

between

SOUTHERN PACIFIC TRANSPORTATION COMPANY,

as the Lessee,

and

STATE STREET BANK AND TRUST COMPANY,

not in its individual capacity
except as otherwise expressly provided herein,
but solely as Owner Trustee,

as the Lessor

FILED WITH THE INTERSTATE COMMERCE COMMISSION
PURSUANT TO 49 U.S.C. § 11303
on June __, 1995 at _____.m.

MEMORANDUM OF LEASE AGREEMENT

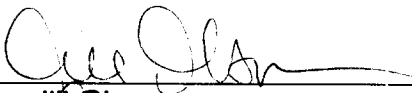
THIS MEMORANDUM OF LEASE AGREEMENT is dated as of June 15, 1995 by and between STATE STREET BANK AND TRUST COMPANY, a Massachusetts trust company ("State Street"), not in its individual capacity except as otherwise expressly provided, but solely as Owner Trustee under the Trust Agreement, dated as of June 15, 1995 between General Electric Capital Corporation, a New York corporation, and State Street (the "Lessor"), and SOUTHERN PACIFIC TRANSPORTATION COMPANY, a Delaware corporation (the "Lessee"), with reference to the following:

1. The Lessor has agreed to purchase and lease to the Lessee, and the Lessee has agreed to lease from the Lessor, up to 75 General Electric AC4400 CW Diesel Electric Freight Locomotives numbered SP 303 through SP 377 inclusive, described in the Lease of Railroad Equipment and in the Lease Supplements to be executed and delivered by the Lessor and the Lessee from time to time, all pursuant to that certain Lease of Railroad Equipment (SPT 1995-D), dated as of June 15, 1995 (the "Lease"), between the Lessor and the Lessee;
2. The Lease shall be effective as of the date of the Debt Closing Date (as defined in the Lease) and shall be subject to the Lease Term, as defined therein.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

STATE STREET BANK AND TRUST COMPANY,
not in its individual capacity, except as
otherwise expressly provided herein, but
solely as Owner Trustee,

By: 
Name: **Jill Olson**
Title: **Assistant Vice President**

SOUTHERN PACIFIC TRANSPORTATION COMPANY

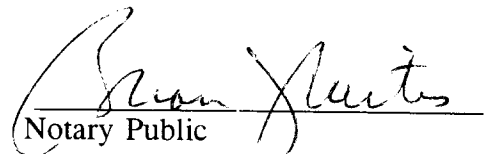
By: _____
Name: _____
Title: _____

COMMONWEALTH OF MASSACHUSETTS)

COUNTY OF SUFFOLK)

SS:

On this 14th day of June, 1995, before me personally appeared Jill Olson, to me personally known, who, by me being duly sworn, says that he is a **ASSISTANT VICE PRESIDENT** of STATE STREET BANK AND TRUST COMPANY, and that the foregoing instrument was signed on such day on behalf of said bank by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.


Notary Public

My Commission expires April 6, 2001

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

STATE STREET BANK AND TRUST COMPANY,
not in its individual capacity, except as
otherwise expressly provided herein, but
solely as Owner Trustee,

By: _____
Name:
Title:

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By: *Lynn Ducken*
Name: Lynn Ducken
Title: Treasurer

BALL, JANIK & NOVACK

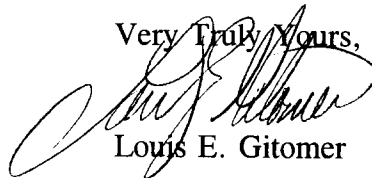
Honorable Vernon A. Williams

June 21, 1995

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Franklin Street, Boston, MA 02110, and The First National Bank of Boston, Blue Hills Office Park, 150 Royall Street, Canton, MA 02021, both covering 75 General Electric AC4400 CW diesel-electric locomotives numbered SP 303-377, inclusive.

Very Truly Yours,

A handwritten signature in dark ink, appearing to read "Louis E. Gitomer", written over the typed name.

Louis E. Gitomer

Enclosures